

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY  
Caption in Compliance with D.N.J. LBR 9004-1(b)

**GREENBERG TRAURIG, LLP**

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In re:

Powin, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**JOINDER TO LIMITED OBJECTION AND RESERVATION OF RIGHTS OF AD HOC  
CUSTOMER GROUP TO OMNIBUS MOTION OF THE DEBTORS FOR ENTRY OF  
AN ORDER (I) AUTHORIZING THE REJECTION OF LEGACY CUSTOMER  
CONTRACTS AND (II) GRANTING RELATED RELIEF**

Stem, Inc. (“Stem”), by and through its undersigned counsel, hereby joins in, adopts and incorporates as if fully set forth herein (the “Joinder”) all of the legal arguments set forth in the *Limited Objection and Reservation of Rights of the Ad Hoc Customer Group to Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [Docket No. 296] (the “Objection”) filed Lone Star Solar, LLC, Idaho Power Company, West Warwick Energy Storage 1, LLC, West Warwick Energy Storage 2,

<sup>1</sup> The above-captioned debtors in these Chapter 11 Cases (the “Debtors”), along with the last four digits of each Debtor’s federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [15241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], and (ix) Powin Energy Operating, LLC [6487]. The Debtors’ mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

LLC, and West Warwick Energy Storage 3, LLC (each a “Customer,” and collectively, the “Ad Hoc Customer Group”).<sup>2</sup> In support of this Joinder, Stem submits the Declaration of Mike Carlson attached hereto as Exhibit A and respectfully states as follows:

### **BACKGROUND**

1. On June 9 and 10, 2025 (the “Petition Date”), the Debtors commenced the above captioned, jointly administered voluntary cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code, as amended (the “Bankruptcy Code”).

2. On June 17, 2025, the Debtors filed their *Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [Docket No. 88] (the “Rejection Motion”). On July 8, 2025, the Ad Hoc Customer Group filed their Objection on behalf of themselves and all similarly situated customers.

3. Stem uses batteries, invertors, HVAC systems and other components purchased from the Debtors to provide turn-key battery energy storage system (“BESS”) units and optimizes their delivery of energy into the grid for sale using Stem’s proprietary software. Similar to the Ad Hoc Customer Group, Stem entered various contracts with the Debtors (the “Contracts”) pursuant to which the Debtors agreed to supply, commission and maintain BESS units at energy projects throughout the United States (each a “Project”). In connection with each Project, Stem and the Debtors entered into a Long-Term Services Agreement (each, an “LTSA”) in which the Debtors agreed to ongoing maintenance, support, and servicing of the BESS units at such Project.

4. Under each LTSA, the Debtors granted, among other things, broad, perpetual licenses of intellectual property (the “Licenses,” and such intellectual property, the “Licensed IP”) in connection with the use and management of the BESS.

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<sup>2</sup> All otherwise undefined terms have the meanings set forth in the Objection filed by the Ad Hoc Customer Group.

5. The Licensed IP and the other support services required under the Contracts are critical for the BESS to remain “online” and to operate safely and effectively. The Licensed IP is utilized for continuous monitoring, battery balancing, responding to instructions from independent system operators (“ISOs”), and safety alerts provided through the Debtors’ remote operations center (the “ROC”). Without the Licensed IP, the BESS may be overcharged, potentially resulting in increased heat generation that exceeds the batteries’ ability to dissipate. This phenomenon, known as “thermal runaway”, leads to a chain reaction that can cause fires, explosions, and toxic gas release.

6. Put simply, without a transition plan in place to ensure Stem is able to fully retain its contractual rights to the Licensed IP upon rejection of the Contracts as required under section 365(n)(1)(B) of the Bankruptcy Code, Stem will be unable to safely maintain and operate the BESS. While Stem had productive conversations regarding a transition with the Debtors, no transition plan has been agreed to as of the filing of this Joinder.

### **JOINDER**

7. Stem hereby joins and adopts the objections set forth in the Ad Hoc Customer Group’s Objection and, for the reasons set forth in the Objection, Stem objects to the Rejection Motion to the extent the Debtors do not have a transition plan in place to ensure the Customers receive immediate access to the Licensed IP (including any embodiments thereof) if and when they elect to retain their rights to such Licensed under section 365(n)(1)(B) of the Bankruptcy Code following rejection of the Contracts.

### **RESERVATION OF RIGHTS**

8. Stem hereby reserves all of its rights, claims, defenses, and remedies, including under any license of intellectual property with the Debtors or agreements supplementary thereto,

including the Contracts, and any rights under section 365(n) and 363(e) of the Bankruptcy Code and pursuant to applicable law.

**WHEREFORE**, Stem respectfully requests that the Court deny the Motion, as currently presented and grant such other and further relief as the Court deems just and proper.

Dated: August 4, 2025

**GREENBERG TRAURIG, LLP**

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